

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Axcap Ventures Inc. (the “Company”)
488 – 1090 West Georgia Street
Vancouver, BC, V6E 3V7

Item 2 Date of Material Change

December 27, 2024

Item 3 News Release

News release dated December 27, 2024 was disseminated through Stockwatch and subsequently filed on SEDAR+.

Item 4 Summary of Material Change

The Company announced closing of second tranche of special warrant non-brokered offering.

Item 5 Full Description of Material Change

The Company announced that on December 27, 2024, it has closed the second tranche (the “**Second Tranche**”) of its previously announced non-brokered private placement financing (the “**Offering**”). Pursuant to the Second Tranche, the Company issued 2,450,000 special warrants (“**Special Warrants**”) at a price of \$0.20 per Special Warrant for the gross proceeds of \$490,000.00.

Each Special Warrant will automatically convert into one unit of the Company (each, a “**Unit**”), as described below (the “**Automatic Conversion**”). Each Unit shall consist of one common share of the Company (each, a “**Share**”) and one common share purchase warrant (each, a “**Warrant**”). Each Warrant shall entitle the holder thereof to acquire one Share at a price of \$0.20 per Share for a period of five years following the closing date. See the Company’s news release on October 15, 2024, and subsequent news releases on November 4, 2024, and December 12, 2024.

Each Special Warrant will automatically convert, for no additional consideration, into one Unit on the date that is the earlier of: (i) the third business day after (a) a receipt for a final prospectus or (b) the date of filing a prospectus supplement to a short form base shelf prospectus qualifying the distribution of the Shares and Warrants issuable upon the conversion of the Special Warrants, or (ii) 4 months and one day after the issue date of the Special Warrants.

In connection with the Second Tranche of the Offering, the Company paid finder’s fees to eligible finders consisting of \$250 in cash. Further to the Company’s news release of December 12, 2024 announcing the closing of the first tranche of the Offering, the Company would like to clarify that it issued an aggregate of 3,622,670 finder’s warrants (the “**Finder’s Warrants**”) and paid aggregate cash commission of \$724,534 to eligible arm’s length finders. Each Finder’s Warrant is exercisable to acquire one common share of the Company at an exercise price of \$0.20 per common share for a period of five years.

The Company intends to use the net proceeds from the Offering to advance its portfolio of investments in the mineral exploration space as well as for working capital and general corporate purposes, including further investments in technology, industrial and natural resource projects.

The securities issued pursuant to the Offering have not, nor will they be registered under the United States Securities Act of 1933, as amended, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons in the absence of U.S. registration or an applicable exemption from the U.S. registration requirements. This material change report shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in the United States or in any other jurisdiction in which such offer, solicitation or sale would be unlawful.

Item 5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

The name and telephone number of the officer of the Company who is knowledgeable about the material change and the Material Change Report is:

Kevin Ma, Chief Financial Officer
(604) 687-7130.

Item 9 Date of Report

January 3, 2025

Cautionary Statement Regarding “Forward-Looking” Information

This material change report contains certain forward-looking information, including, without limitation, the closing of the Offering, receipt of approval for the Offering, including the approval of the CSE and the use of proceeds. Such information involves known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from those implied by statements herein, and therefore these statements should not be read as guarantees of future performance or results. All forward-looking statements are based on the Company’s current beliefs as well as assumptions made by and information currently available to it as well as other factors. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this press release. Due to risks and uncertainties, including the risks and uncertainties identified by the Company in its public securities filings, actual events may differ materially from current expectations. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.